

# BYLAWS OF CARY AREA EMS, INC.

2009

Cary Area EMS, Incorporated shall provide, for the citizens and visitors of Wake County, emergency medical care. Cary Area Emergency Medical Services is committed to excellence, innovation, and integrity.

## **Article I - Corporate Obligations**

- 1.1 Cary Area Emergency Medical Services is incorporated as a nonprofit Organization with the registered corporate office located in Cary, North Carolina.
- 1.2 The corporation's fiscal year shall begin on the first day of July and end on the thirtieth day of June in each year.

## **Article II - Governing Documents**

- 2.1 The Cary Area Emergency Medical Services shall be governed by 4 independent documents. Requirements for changes to each document are indicated within each section. Interpretation conflicts within these documents shall be resolved by the Board of Directors. The Secretary and the department officers shall disseminate in writing to all Members any addition to or change in any governing document defined in Article II.
- 2.2 The Bylaws shall define the purpose of the corporation and the structure for procedural Organization activity. Proposed changes must be posted 10 days prior to the next scheduled business meeting and the changes must be passed by 2/3 of Members eligible to vote. There shall be a complete review of the by-laws every 3 three years by committee. The committee shall consist of the Chief, at least 1 full-time member, at least 1 volunteer and at least 1 outside board member
- 2.3 The Rules and Regulations shall define the set policies of the Organization. Changes to the policy shall be drafted by the Chief or their designee and approved by 2/3 of Members eligible to vote.
- 2.4 The Standard Operating Guidelines shall provide guidance to the Members of the Organization and acceptable procedures to follow in events and occurrences relating to the operation of the organization. The guidelines shall be maintained by the Chief.
- 2.5 The Personnel Policy shall set forth the method and guidelines for disciplinary actions, personnel assistance programs, guidelines for bookkeeping for paid personnel and all other related matters dealing with personnel. Changes in the policy shall be made by the Board of Directors as deemed necessary.

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## **Article III – Meetings**

- 3.1 There shall be regularly scheduled business and training meetings attended by the membership. There shall be a minimum of 6 Business Meetings per year which shall be used to conduct Organization business.
- 3.2 There shall be a minimum of 6 Training Meetings per year. The Chief or the Chief's designee shall set the date and time for each meeting, and shall announce the meeting 5 days before it is to occur.
- 3.3 There shall be a minimum of 10 Board Meetings per year. Quorum for Board Meetings will be 51%. Issues, discussions, and votes necessary in between Board Meetings may be done by email.
- 3.4 An Annual Meeting of the Members shall take place in July, at a date, time and location agreed upon by a majority of more than half of Members eligible to vote. At the Annual Meeting, the voting Members shall elect Directors to fill expiring positions, receive reports on the activities of the corporation, review the approved minutes of the previous Annual Meeting, and approve the annual treasurer's report. Minutes from the Annual Meeting shall be approved at the next scheduled Business Meeting.
- 3.5 All meetings shall follow Robert's Rules of Orders. The Chief or their designee shall preside in all meetings except Board Meetings in which the Chairperson or their designee shall preside. All meetings shall be open. Closed session may be called if necessary during Board Meetings as deemed by a vote of the Board of Directors or during Business Meetings as deemed by a vote of the Members eligible to vote.
- 3.6 Absentee votes may be utilized during Business Meetings if the Chief approves the reason for the absence. The vote must be sealed and in the possession of the Chief, either in written form or via email prior to the start of the meeting then opened only by the person presiding over the floor at the time of said vote. Absentee votes may not be utilized for the election of Board Positions except by on-duty crews.
- 3.7 The Chief shall post an agenda 5 days prior to each Business Meeting and distributed by email or website. This posted agenda shall not limit the addition of other items of business to the agenda. The posted agenda may be updated if additions have been made. A method of disseminating a summary of each-business meeting to all active Members shall be adopted by the Chief.

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## **Article IV - Board of Directors**

- 4.1 The Board of Directors shall be the governing body of the Corporation and shall have the authority, duties and responsibilities set out in Section V below.
- 4.2 The Board shall consist of 9 members as follows:
- a. 6 Board Members shall be “Outside Members” — i. e. respected citizens of Wake County who shall not be active Members of the Organization.
  - b. 1 Board member shall be a full-time, paid senior member with 2 or more years of service; and
  - c. 2 Board members shall be an active senior volunteer member with 2 or more years of service.

Each Board Member will serve a 3 year term, unless filling a vacancy or unexpired term.

- 4.3 Each year at its 1<sup>st</sup> meeting of the fiscal year, the Board of Directors shall elect Corporate Officers as set forth in Article VI who shall serve a one-year term lasting until his or her successor shall be elected and shall assume the respective office. The Board is further authorized to elect a Corporate Officer at any time a vacancy shall exist in said office.
- 4.4 Vacancies occurring on the Board other than the expiration of a term shall be filled at the next Business Meeting. 2/3 of Members eligible to vote shall elect a person to complete the unexpired term.
- 4.5 A nominating committee shall be appointed by the Chief at least 45 days prior to the annual meeting each year for the purpose of processing applications of interested qualified individuals. The committee shall post each nominee’s name and qualifications a minimum of 7 days prior to the election. The committee shall consist of 3 Members, 1 of who shall be the Chief. The Chief shall not serve as the chairman.
- 4.6 A nominating committee shall also be appointed by the Chief at any other time a vacancy exists, or is reasonably expected to occur in the immediate future, on the Board of Directors. In this event the same procedure for posting of nominees and for election shall be followed as provided by Article IV.
- 4.7 The Board of Directors shall approve and regulate the salaries, wages, benefits, and other compensation for all paid personnel. The Board of Directors shall be responsible for the annual review of the Chief.

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## Article V: Allocation of Powers

- 5.1 Cary Area EMS, Inc. is hereby organized as a representative form of corporate administration. The Board of Directors shall be the governing body of the Organization, but its powers and authority derive from the Members and the Board shall be elected by, and answerable to, the Members. The Board is vested in the Chief who shall not be a director and who shall answer directly to the Board.
- 5.2 2/3 of Members eligible to vote shall have the ultimate authority to remove any Board member for cause.
- 5.3 Each senior member of the Organization shall have 1 vote. Votes are not transferable to other persons. Eligible Senior Members, Active Lifetime Members and Reserve Members may vote on all matters presented before the membership.
- 5.4 Active Volunteer and Reserve Members shall be eligible to vote if said member has attended half of the scheduled Business Meetings in the past twelve months and met the requirements for a member to remain in an active or reserve status. Full-time paid staff must attend half of the total number of meetings (both staff and business meetings) within the past 12 months in order to be eligible to vote. If a member has a conflicting schedule, such as but not limited to class or work schedule, that prohibits them from attending the minimum number of meetings and submits that reason in writing to the Chief, that member may be exempt from the minimum requirement for the period of time approved in the request not to exceed three months.

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## **Article VI – Officers**

- 6.1 There shall be 4 Officers of the Board of Directors, consisting of a Chair, Vice-Chair, Secretary and Treasurer, who are Directors and elected annually by the Directors. Their duties are as follows:
- a. Chair shall convene regularly scheduled Board of Directors meetings, shall preside or arrange for other Members of the Executive Committee to preside at each meeting in the following order: Vice-chair, Secretary, and Treasurer. In general, the Chair shall perform all duties incident to the office of Chair and such duties as may be prescribed by the Board of Directors.
  - b. The Vice-Chair shall assist the Chair and fill in for the Chair as needed. The Vice-Chair shall preside over Board of Directors meetings in the absence of and at the designation of the Chair.
  - c. The Secretary shall be responsible for overseeing the maintenance of records for the Board of Directors actions, including the taking of minutes at all Board of Directors meetings, sending out Board of Directors meeting announcements, distributing copies of minutes to each Director, and assuring that corporate records are maintained.
  - d. The Treasurer shall make a report at each meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, and make financial information available to Directors.
- 6.2 The Chief shall be the Chief Executive Officer of the corporation but shall not be a director. He shall be an employee at will and may be terminated with cause at any time by the Board of Directors. Subject to the direction and control of the Board, the Chief shall be responsible for all operations, supervise and facilitate the management of the corporation.

## **Article VII – Membership**

- 7.1 The department shall recognize the following membership statuses: Probationary, Senior, Reserve, Active Lifetime, Inactive Lifetime, Honorary and Members on Leave. The governing documents of the department shall recognize only these statuses.

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## **ARTICLE VIII — AMENDMENTS**

- 8.1** These Bylaws may be amended when necessary by  $2/3$  of Members eligible to vote. Proposed amendments must be posted at least seven days prior to the next Business Meeting.